

**SAMBANDAM SPINNING MILLS LIMITED UNIT-I**

Registered Office : P.B. No.1, Kamaraj Nagar Colony, Salem 636 014, Tamil Nadu
(P) +91 427 2240790 (F) +91 427 2240169 (E) corporate@sambandam.com
website : www.sambandam.com Corporate Identity No. L17111TZ1973PLC000675

Ref: SSML/CS/ 832 /2016-17

8th August, 2016

To
The Listing Department,
Bombay Stock Exchange Limited,
Floor 25, P.J.Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Proceedings and Voting results of 42nd Annual General Meeting of the Company

Ref: Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In accordance with Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith enclosed Proceedings and voting results of the 42nd Annual General Meeting of the Company held on 06.08.2016 at 10.45 a.m. at the Mill Premises of Sambandam Spinning Mills Limited at Kamaraj Nagar Colony, Salem – 636014.

We have also enclosed the Consolidated report of the Scrutinizer on remote e-voting and Polling (AGM Venue Voting) results.

The above are also being uploaded on the Company's website

Kindly take the same for your records.

Thanking you,

Yours faithfully,
For Sambandam Spinning Mills Limited


S.Natarajan
Company Secretary

Encl: a/a



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PROCEEDINGS OF THE 42 nd ANNUAL GENERAL MEETING

Date of the AGM/EGM	06.08.2016
Total number of shareholders on record date	3736
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	6 571
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	NOT APPLICABLE

For Sambandam Spinning Mills Limited

(S. Devarajan)

Chairman and Managing Director


**SAMBANDAM SPINNING MILLS LIMITED UNIT-I**

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DECLARATION OF RESULTS BY THE CHAIRMAN
FOR THE RESOLUTIONS CONTAINED IN THE NOTICE OF THE 42nd ANNUAL
GENERAL MEETING OF THE COMPANY BASED ON THE CONSOLIDATED
REPORT OF THE SCRUTINIZER

Sl. No.	Resolutions	Type of Resolution	Declaration of Result
1.	ADOPTION OF FINANCIAL STATEMENTS	Ordinary Resolution	Resolution passed Unanimously as an Ordinary Resolution
2	DECLARATION OF DIVIDEND	Ordinary Resolution	Resolution passed Unanimously as an Ordinary Resolution
3.	APPOINTMENT OF SRI S.DINAKARAN DIRECTOR RETIRING BY ROTATION	Ordinary Resolution	Resolution passed with requisite Majority as an Ordinary Resolution
4.	APPOINTMENT OF STATUTORY AUDITORS	Ordinary Resolution	Resolution passed Unanimously as an Ordinary Resolution
5	RATIFICATION OF REMUNERATION PAYABLE TO THE COST AUDITORS	Ordinary Resolution	Resolution passed Unanimously as an Ordinary Resolution
6.	ACCEPTANCE OF DEPOSITS FROM MEMBERS OF THE COMPANY	Ordinary Resolution	Resolution passed Unanimously as an Ordinary Resolution

For Sambandam Spinning Mills Limited


(S. Devarajan)

Chairman and Managing Director

(AGENDA WISE VOTING RESULTS ATTACHED AT NEXT PAGE)

An ISO 9001:2008 / EMS : ISO 14001:2004 / OHSAS : 18001:2007 / NABL : ISO 17025:2005 /
OEKOTEX / ORGANIC : GOTS & OE / BCI - Certified Company

Format for Voting Results

Date of the AGM/EGM	06.08.2016
Total number of shareholders on record date	3736
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	6 571
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	NIL

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)		1. Adoption of Financial Statement (Ordinary Resolution)						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		1928287	93.09	1928287	NIL	100	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)	2071423	NIL	NIL	NIL	NIL	NIL	NIL
	Total		1928287	93.09	1928287	NIL	100	NIL
Public-Institutions	E-Voting		NIL	0	NIL	NIL	NIL	NIL
	Poll	76590	NIL	0	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	0	NIL	NIL	NIL	NIL
	Total		NIL	0	NIL	NIL	NIL	NIL
Public-Non Institutions	E-Voting		2500	0.12	2500	NIL	100	NIL
	Poll	2116587	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total		2500	0.12	2500	NIL	100	NIL
Total		4264600	1930787	45.27	1930787	NIL	100	NIL



Resolution required: (Ordinary/Special)		2. Declaration of Dividend (Ordinary Resolution)						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1928287	93.09	1928287	NIL	100	NIL
	Poll	2071423	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total		1928287	93.09	1928287	NIL	100	NIL
Public- Institutions	E-Voting		NIL	0	NIL	NIL	NIL	NIL
	Poll	76590	NIL	0	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	0	NIL	NIL	NIL	NIL
	Total		NIL	0	NIL	NIL	NIL	NIL
Public-Non Institutions	E-Voting		2500	0.12	2500	NIL	100	NIL
	Poll	2116587	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total		2500	0.12	2500	NIL	100	NIL
Total		4264600	1930787	45.27	1930787	NIL	100	NIL



Resolution required: (Ordinary/ Special)		3.Appointment of Sri S.Dinakaran, Director (Ordinary Resolution)						
Whether promoter/ promoter group are interested in the agenda/resolution?		Appointee Director Sri S.Dinakaran interested in this resolution						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		1928287	93.09	1928287	NIL	100	NIL
	Poll	2071423	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total		1928287	93.09	1928287	NIL	100	NIL
Public-Institutions	E-Voting		NIL	0	NIL	NIL	NIL	NIL
	Poll	76590	NIL	0	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	0	NIL	NIL	NIL	NIL
	Total		NIL	0	NIL	NIL	NIL	NIL
Public-Non Institutions	E-Voting		2500	0.12	0	2500	0	100
	Poll	2116587	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total		2500	0.12	NIL	2500	0	100
Total		4264600	1930787	45.27	1928287	2500	99.87	0.129



Resolution required: (Ordinary/ Special)		4. Appointment of Statutory Auditor (Ordinary Resolution)						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1928287	93.09	1928287	NIL	100	NIL
	Poll	2071423	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total		1928287	93.09	1928287	NIL	100	NIL
Public-Institutions	E-Voting		NIL	0	NIL	NIL	NIL	NIL
	Poll	76590	NIL	0	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	0	NIL	NIL	NIL	NIL
	Total		NIL	0	NIL	NIL	NIL	NIL
Public-Non Institutions	E-Voting		2500	0.12	2500	NIL	100	NIL
	Poll	2116587	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total		2500	0.12	2500	NIL	100	NIL
Total		4264600	1930787	45.27	1930787	NIL	100	NIL



Resolution required: (Ordinary/ Special)		5. Ratification of remuneration payable to Cost Auditors (Ordinary Resolution)						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		1928287	93.09	1928287	NIL	100	NIL
	Poll	2071423	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total		1928287	93.09	1928287	NIL	100	NIL
Public-Institutions	E-Voting		NIL	0	NIL	NIL	NIL	NIL
	Poll	76590	NIL	0	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	0	NIL	NIL	NIL	NIL
	Total		NIL	0	NIL	NIL	NIL	NIL
Public-Non Institutions	E-Voting		2500	0.12	2500	NIL	100	NIL
	Poll	2116587	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total		2500	0.12	2500	NIL	100	NIL
Total		4264600	1930787	45.27	1930787	NIL	100	NIL



Resolution required: (Ordinary/ Special)		6. Acceptance of deposits from members (Ordinary Resolution)						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1928287	93.09	1928287	NIL	100	NIL
	Poll	2071423	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total		1928287	93.09	1928287	NIL	100	NIL
Public-Institutions	E-Voting		NIL	0	NIL	NIL	NIL	NIL
	Poll	76590	NIL	0	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	0	NIL	NIL	NIL	NIL
	Total		NIL	0	NIL	NIL	NIL	NIL
Public-Non Institutions	E-Voting		2500	0.12	2500	NIL	100	NIL
	Poll	2116587	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total		2500	0.12	2500	NIL	100	NIL
Total		4264600	1930787	45.27	1930787	NIL	100	NIL



**B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES.**

**B.KALYANASUNDARAM,
B.Com.,ACMA.,ACS.,**

**OFFICE:
29 & 30 ,PANDAMANGALAM
AGRAHARAM,
WORIUR,TRICHY-620003.
PHONE: 0431- 2761590.
Email:- bksundaram@gmail.com**

FORM No. MGT-13

Report of Scrutinizer

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014]*

To
The Chairman and Managing Director,
SAMBANDAM SPINNING MILLS LIMITED,
P.B. NO.1, KAMARAJ NAGAR COLONY,
SALEM - 636 014

Dear Sir,

Sub:- 42nd Annual General Meeting of the Equity Shareholders of M/S SAMBANDAM
SPINNING MILLS LIMITED held on 06-08-2016 at 10.45 A.M

I, B.KALYANASUNDARAM, PRACTISING COMPANY SECRETARY, (CP. NO.2209 &
M.NO.A672), Prop of M/S B.K.SUNDARAM & ASSOCIATES, COMPANY SECRETARIES
have been appointed as a scrutinizer by M/s SAMBANDAM SPINNING MILLS LIMITED,
(CIN: L17111TZ1973PLC000675) having its registered office at P.B. NO.1, KAMARAJ
NAGAR COLONY, SALEM - 636 014 for the purpose of poll taken on the below
mentioned resolution(s), at the 42nd Annual General Meeting of the Equity
Shareholders of M/S SAMBANDAM SPINNING MILLS LIMITED, held on 06-08-2016 at
10.45 AM. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence. There was only one poll paper which was diligently scrutinized. The poll paper was reconciled with the records maintained by the Registrar and Transfer Agents of the Company viz. M/S CAMEO CORPORATE SERVICES LIMITED, CHENNAI -600 002.
3. The poll paper was found to be defective and it was treated as invalid and kept separately.

...2



4. The result of the Poll is as under:

ORDINARY BUSINESS :-

(a) Resolution 1 - Adoption of Financial Statements

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

(b) Resolution 2 - Declaration of Dividend

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100



(c) Resolution 3 – Appointment of Mr. S. DINAKARAN retiring Director

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

(d) Resolution 4 – Appointment of Statutory Auditors

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100



SPECIAL BUSINESS

(e) Resolution 5 – Ratification of remuneration payable to the Cost Auditors

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

(f) Resolution 6 – Acceptance of deposits from members

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100



5. No Compact Disc (CD) is enclosed as no equity shareholder had exercised any valid vote in respect of any resolution.

6. The poll paper and all other relevant records will be handed over to the COMPANY SECRETARY of the Company for safe keeping.

Thanking you,

Yours faithfully,

Place: TRICHY
Date : 07/08/2016



FOR S. DEVARAJAN & ASSOCIATES
COMPANY SECRETARIES

S. DEVARAJAN
REGISTERED COMPANY SECRETARY
CP. 2209.



For Sambandam Spinning Mills Ltd.

(S. DEVARAJAN)
Chairman and Managing Director

**B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES.**

OFFICE:

**29 & 30, PANDAMANGALAM
AGRAHARAM,
WORIUR, TRICHY-620003.
PHONE:- 0431- 2761590.
Email:- bksundaram@gmail.com**

**B.KALYANASUNDARAM,
B.Com.,ACMA.,ACS.,**

REPORT OF SCRUTINIZER



[pursuant to Sections 108 & 109 of the Companies Act, 2013 and Rules 20(3)(xi) and 21 (1) (I) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman and Managing Director,
SAMBANDAM SPINNING MILLS LIMITED,
P.B. NO.1, KAMARAJ NAGAR COLONY,
SALEM - 636 014

I, B.KALYANASUNDARAM, PRACTISING COMPANY SECRETARY, (CP. NO.2209 & M.NO.A672), Prop of M/S B.K.SUNDARAM & ASSOCIATES, COMPANY SECRETARIES have been appointed as a scrutinizer by M/s SAMBANDAM SPINNING MILLS LIMITED, (CIN: L17111TZ1973PLC000675) having its registered office at P.B. NO.1, KAMARAJ NAGAR COLONY, SALEM - 636 014 for the purpose of scrutinizing the process of e-voting and voting by use of polling paper at the meeting (Voting at AGM) in a fair and transparent manner and ascertaining the requisite majority on e-voting and voting by use of polling paper at the meeting (Voting at AGM), as per Section 108 and 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, I submit my report as under:-



1. The e-voting period remained open from 02nd August 2016 (9.15 AM) to 05th August 2016 (05.00 PM) through e-voting services provided by CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL).
2. The votes cast through ballot paper at the venue of the Annual General Meeting (AGM) held on 06th August 2016 were considered for my scrutiny and counted. A report in the prescribed Form No. MGT 13 under Rule 21 of the Companies (Management and Administration) Rules, 2014 has been furnished separately to the Chairman of the meeting.
3. The e-votes were unblocked through the menu provided in the CDSL website on 06th August 2016 after the conclusion of the AGM in the presence of two witnesses viz Mr. B. RAMAMURTHY and Mr. K. KARTHIKEYAN who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

(B. RAMAMURTHY)

(K. KARTHIKEYAN)
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted electronically were downloaded from the e-voting website of CDSL (<https://www.evotingindia.com>). The valid e-votes cast 'For' and 'Against' were taken in to consideration while preparing the result of e-voting.



5. Based on the counting of valid votes cast thro' e-voting and valid votes cast thro' polling papers at the AGM venue, I furnish hereunder the consolidated result :-

Sl.No..	Particulars of the Business	Voted for				Voted against		
		No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %	
ORDINARY BUSINESS								
1	Agenda Item No.1:- Adoption of Financial Statements	0	0	0	0	0	0	0
	E-voting	26	1930787	100	0	0	0	0
	Total	26	1930787	100	0	0	0	0
2	Agenda Item No.2:- Declaration of Dividend	0	0	0	0	0	0	0
	E-voting	26	1930787	100	0	0	0	0
	Total	26	1930787	100	0	0	0	0
3	Agenda item No.3:- Appointment of Mr. S. DINAKARAN retiring Director	0	0	0	0	0	0	0
	E-voting	25	1928287	99.04	1	2500	0.06	0.06
	Total	25	1930787	99.04	1	2500	0.06	0.06
4	Agenda Item No.4:- Appointment of Statutory Auditors	0	0	0	0	0	0	0
	E-voting	26	1930787	100	0	0	0	0
	Total	26	1930787	100	0	0	0	0
SPECIAL BUSINESS								
5	Agenda Item No.5:- Ratification of remuneration payable to the Cost Auditors	0	0	0	0	0	0	0
	E-voting	26	1930787	100	0	0	0	0
	Total	26	1930787	100	0	0	0	0



6	Agenda Item No.6:- Acceptance of deposits from members	Poll	0	0	0	0	0
		E-voting	26	1930787	100	0	0
	Total		26	1930787	100	0	0

The downloaded e-voting records, ballot forms and other connected papers relating to e-voting and voting at the AGM shall remain in my safe custody until the chairman considers this report of Scrutinizer and uploads / announces the result in their website (www.sambandam.com) and thereafter the same will be handed over to the COMPANY SECRETARY of the Company for safe keeping.

PLACE: TRICHY
DATE : 07-08-2016

For Sambandam Spinning Mills Ltd.



(S. DEVARAJAN)

Chairman and Managing Director



For B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES



R. KALYANASUNDARAM
PRACTISING COMPANY SECRETARY